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07/25/05--01025--032 **160.00

FILED
2005 JUL 25 A 10:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



DEBARTOLO

Holdings LLC

James D. Palermo

General Counsel, Senior Vice President

July 21, 2005

VIA DHL

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

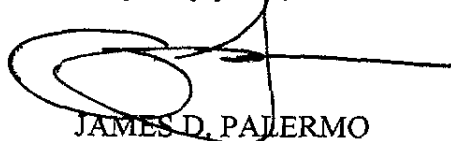
Re: DeBartolo Residential, LLC

Gentlemen:

Pursuant to §608.503(1), Florida Statutes, enclosed please find the following:

1. Application of DeBartolo Residential, LLC, a Delaware limited liability company, for authorization to transact business in Florida.
2. Certificate of Designation of Registered Agent/Registered Office.
3. Original Certificate of Existence, pertaining to DeBartolo Residential, LLC, issued by the Delaware Secretary of State on June 28, 2005.
4. Check, in the amount of \$160.00, in payment for the filing fee, designation of Registered Agent fee, and for the return to my attention of a certified copy and Certificate of Status.

Very truly yours,



JAMES D. PALERMO

JDP/ms
Enclosures

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DeBartolo Residential, LLC
(Name of Limited Liability Company)

The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida..

Please return all correspondence concerning this matter to the following:

James D. Palermo, Attorney at Law
(Name of Person)

DeBartolo Holdings, LLC
(Firm/Company)

15436 North Florida Avenue - Suite 200
(Address)

Tampa, Florida 33613
(City/State and Zip Code)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

James D. Palermo at (813) 908-8400
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Enclosed is a check for the following amount:

☐ \$125.00 Filing Fee ☐ \$130.00 Filing Fee & Certificate of Status ☐ \$155.00 Filing Fee & Certified Copy ☒ \$160.00 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:

1. DeBartolo Residential LLC
(Name of Foreign Limited Liability Company)

2. Delaware 3. 20-3092295
(Jurisdiction under the law of which foreign limited liability company is organized) (FEI number, if applicable)

4. June 27, 2005 5. Perpetual
(Date of Organization) (Duration: Year limited liability company will cease to exist or "perpetual")

6. August 1, 2005 is the tentative date.
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)

7. 15436 North Florida Avenue - Suite 200
Tampa, Florida 33613
(Street Address of Principal Office)

8. If limited liability company is a manager-managed company, check here ☒

9. The name and usual business addresses of the managing members or managers are as follows:
Edward M. Kobel
14934 North Florida Avenue
Tampa, Florida 33613

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Real estate development and
any other lawful business.


Signature of a member or an authorized representative of a member.
(In accordance with section 608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)
Edward M. Kobel
Typed or printed name of signee

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2005 JUL 25 A 10:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

DeBartolo Residential, LLC

2. The name and the Florida street address of the registered agent and office are:

James D. Palermo, Attorney at Law

(Name)

15436 North Florida Avenue - Suite 200

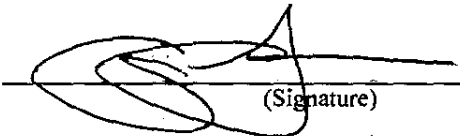
Florida Street Address (P.O. Box **NOT** ACCEPTABLE)

Tampa,

FL 33613

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


(Signature)

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

FILED
2005 JUL 15
TALLAHASSEE
SECRETARY OF STATE

Delaware

PAGE 1

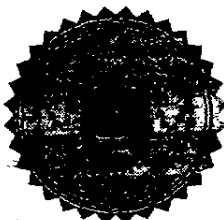
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DEBARTOLO RESIDENTIAL, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DEBARTOLO RESIDENTIAL, LLC" WAS FORMED ON THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2005.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

FILED
2005 JUL 25 A 10 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3991647 8300

AUTHENTICATION: 3984337

050537206

DATE: 06-28-05